

FEB 12 1964

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1022.  
FILED, JANUARY 30th. 1964.

GULF LEAD MINES LIMITED

Full corporate name of Company  
Incorporated under the laws of the Province of Ontario by Letters Patent dated July 14th, 1942  
Particulars of incorporation (e.g., incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	1) Underwriting and option agreement. 2) Acquisition of mining claims. 3) Proposed changes in officers and directors. 4) Change in head office.						
2. Head office address and any other office address.	The head office address of the Company is Suite 405, 25 Adelaide Street West, Toronto 1, Ontario. Upon the acceptance for filing of this filing statement by the Toronto Stock Exchange, the head office address of the Company will be 360 Bay Street, Toronto, Ontario.						
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>The present officers and directors of the Company are as follows:</p> <p>President and Director: S. ALBERT PERRY, 1 Benvenuto Place, Toronto 7, Ontario. Corporate Secretary and Mining Executive.</p> <p>Vice-President and Director: D. A. LANG, 43 Hillholm Road, Toronto, Ontario. Barrister.</p> <p>Secretary-Treasurer and Director: G. D. PATTISON, 235 Dawlish Avenue, Toronto 12, Ontario. Corporate Secretary and Mining Executive.</p> <p>Asst. Secretary-Treasurer and Director: R. D. BELL, 7 Hi Mount Drive, Willowdale, Ontario. Corporate Secretary and Mining Executive.</p> <p>Director: HARLOW H. WRIGHT, 105 St. Leonard's Avenue, Toronto 12, Ontario. Mining Engineer.</p> <p>Upon the acceptance for filing of this filing statement by the Toronto Stock Exchange, it is proposed that the officers and directors of the Company shall be as follows:</p> <p>President and Director: EARL A. GLICK, 60 The Bridle Path, Don Mills, Ontario. Financier.</p> <p>Vice-President and Director: WILLIAM COLDOFF, 777 Eglinton Avenue West, Toronto, Ontario. Business Executive.</p> <p>Secretary: G. D. PATTISON, 235 Dawlish Avenue, Toronto 12, Ontario. Corporate Secretary and Mining Executive.</p> <p>Treasurer and Director: KENNETH COAD, 132 Spring Garden Avenue, Willowdale, Ontario. Secretary.</p> <p>Asst. Secretary-Treasurer: R. D. BELL, 7 Hi Mount Drive, Willowdale, Ontario. Corporate Secretary and Mining Executive.</p> <p>Director: HAROLD D'ARCY BAKER, 47 Glen Elm Avenue, Toronto 7, Ontario. Mining Executive.</p> <p>Director: THOMAS J. MCKENNA, 805 Provident Building, 507 Place d'Armes, Montreal, Quebec. Barrister.</p>						
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 5,000,000 shares of \$1.00 par value each Issued and outstanding: 3,231,370 shares						
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None						
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>Jenkin Evans &amp; Company Limited and Waite, Reid &amp; Co. Limited, Members of the Toronto Stock Exchange, acting for and on behalf of Joanne Holdings Limited, have agreed, subject to the acceptance for filing of this filing statement by the Toronto Stock Exchange (the effective date) to subscribe for and purchase 400,000 shares of the Company's capital stock at the price of 12 3/4 per share payable forthwith after the effective date, and the Company has agreed to grant options to Jenkin Evans &amp; Company Limited and Waite, Reid &amp; Co. Limited acting for and on behalf of Joanne Holdings Limited to purchase a further 600,000 shares as follows:</p> <table><tr><td>200,000 shares @ 17 3/4</td><td>exercisable within 3 months of the effective date;</td></tr><tr><td>200,000 " @ 22 3/4</td><td>" " 6 " " " " " "</td></tr><tr><td>200,000 " @ 27 3/4</td><td>" " 9 " " " " " "</td></tr></table>	200,000 shares @ 17 3/4	exercisable within 3 months of the effective date;	200,000 " @ 22 3/4	" " 6 " " " " " "	200,000 " @ 27 3/4	" " 9 " " " " " "
200,000 shares @ 17 3/4	exercisable within 3 months of the effective date;						
200,000 " @ 22 3/4	" " 6 " " " " " "						
200,000 " @ 27 3/4	" " 9 " " " " " "						
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	<p>Mr. Earl A. Glick, 60 The Bridle Path, Don Mills, Ontario, is the only person having a greater than 5% interest in Joanne Holdings Limited.</p> <p>Mr. Earl A. Glick, upon the acceptance for filing of this filing statement by the Toronto Stock Exchange, will become the President and a Director of the Company.</p>						
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None						
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company intends to implement an exploration program on the six mining claims comprising 600 acres located in Dollard Township, County of Abitibi, Quebec, being acquired from James M. McNeil (see Item 11) in accordance with the recommendations contained in a report dated January 21, 1964, by H. J. Bergmann, P.Eng.</p> <p>The proceeds received by the Company from the sale of its shares pursuant to the underwriting and option agreement mentioned in Item 6 above will be used as to \$6,000.00 to purchase mining claims (see Item 11), and as to approximately \$20,000.00 for exploration work on the said mining claims as recommended by H. J. Bergmann, P.Eng., and for administrative expenses incurred in the ordinary course of business. The said proceeds shall be used for no other purpose unless prior notice thereof has been accepted for filing by the Toronto Stock Exchange.</p>						

# FINANCIAL STATEMENTS

## GULF LEAD MINES LIMITED

### BALANCE SHEET

December 31, 1963

#### - ASSETS -


##### Current:

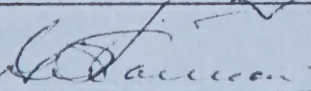
Cash on Deposit . . . . .	12,882.72	
Government of Canada Bonds, at Cost . . . . .	<u>1,050.00</u>	13,932.72
Shares in Other Mining Companies, at Nominal Value		1.00
Mining Claims in the Province of Quebec, held under Miners' Certificates, at cost . . . . .		14,000.00
Exploration and Development, including Head Office and Administrative Expenses . . . . .		902,210.43
		<u>\$930,144.15</u>

#### - LIABILITIES -

Accounts Payable and Accrued Liabilities. . . .		75.00
Capital Stock:		
Authorized: 5,000,000 shares of \$1.00 par value		
Issued and Fully Paid:		
3,231,370 shares . . . . .	3,231,370.00	
Less: Discount . . . . .	<u>2,162,650.85</u>	
	1,068,719.15	
Less: Deficit Account - Cost of Mining Properties Abandoned	<u>138,650.00</u>	930,069.15
		<u>\$930,144.15</u>

APPROVED:

  
\_\_\_\_\_  
Director

  
\_\_\_\_\_  
Director

GULF LEAD MINES LIMITED

STATEMENT OF EXPLORATION AND DEVELOPMENT

INCLUDING HEAD OFFICE AND ADMINISTRATIVE EXPENSES  
FOR THE YEAR ENDED DECEMBER 31, 1963

Balance, January 1, 1963 . . . . . 899,603.13

Exploration and Development:

Blondeau Township, Quebec:

Consulting and engineering fees. . .	400.00
Wages . . . . .	343.06
Supplies . . . . .	75.00
Transportation . . . . .	115.77
Government fees and taxes. . . . .	550.00
	<u>1,483.83</u>

Transfer to deficit, cost of mining properties abandoned . . . . .	<u>1,912.49</u>	(428.66)
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General:

Workmen's compensation . . . . .	(471.49)		
Sundry. . . . .	<u>327.84</u>	(143.65)	(572.31)

Head Office and Administration:

Annual report . . . . .	397.09	
Filing fees, return and taxes. . . .	106.67	
Head office rent and secretarial services	2,450.00	
Legal and audit . . . . .	100.00	
Postage, printing and stationery . .	47.26	
Transfer agents' fees and expenses .	494.22	
Director's fees. . . . .	<u>150.00</u>	
	3,745.24	
Less: Interest income . . . . .	<u>565.63</u>	<u>3,179.61</u>

Balance, December 31, 1963. . . . . \$902,210.43

GULF LEAD MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the year ended December 31, 1963

Source of Funds

Decrease in working capital . . . . .	<u>\$4,519.79</u>
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Application of Funds

Exploration and development

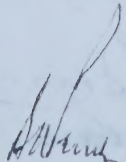
Blondeau Township, Quebec . . . . .	1,483.83	
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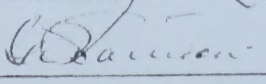
General . . . . .	<u>(143.65)</u>	1,340.18
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Head office and administration . . . . .		<u>3,179.61</u>
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\$4,519.79

APPROVED:

 Director

 Director

# ENGINEER'S REPORT

Note - The following are excerpts from a report by H.J. Bergmann, P.Eng., dated January 21st, 1964, on the mining claims located in Dollard Township, Province of Quebec. A complete copy of this report is on file at the Toronto Stock Exchange.

## CONCLUSIONS & RECOMMENDATIONS

The property of Gulf Lead Mines is well situated geologically as it is within the same geological formation as the Transterre property. It is located along the projected strike of the gold-bearing dykes on the Transterre property and there are indications that there could be similar structural conditions on the two properties. There would thus appear to be reasonable chances of locating similar gold-bearing structures on the property of Gulf Lead Mines and a program of exploration is definitely warranted.

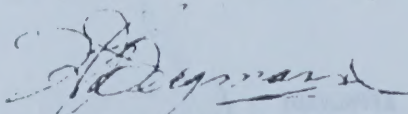
It should be pointed out that only one of the three gold-bearing dykes found on the Transterre property outcrops and the others are completely covered with overburden. It is thus apparent that any exploration program on the Gulf Lead property must include geophysical methods and the following recommendations are made for this program.

1. A magnetometer survey be carried out over the property on lines at 200 foot intervals. This type of survey should outline intrusives and help to detect faults and other structural features.
2. An electromagnetic survey be carried out over the areas of interest indicated by the magnetic survey to pick up any sulphide mineralization.
3. A limited program of shallow diamond drilling as warranted by the results of the above geophysical program.

It is estimated that the cost of this initial program would be approximately \$20,000.00 and further expenditures would largely depend on the results obtained.

Montreal, Que.  
January 21, 1964.

Respectfully submitted,

  
H. J. Bergmann, P. Eng.

**CERTIFICATE OF QUALIFICATION**

I, H. J. Bergmann, of the City of Montreal, in the Province of Quebec, hereby certify:

1. That I am a Consulting Mining Engineer and reside at 3518 Vendome Ave., Montreal, Que.

2. That I am a registered Professional Engineer of the Provinces of Ontario and Quebec.

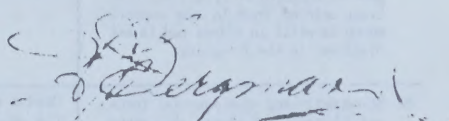
3. That I am a graduate of the University of Alberta and hold a Bachelor of Science degree in Mining Engineering.

4. That I have been practicing my profession as a Mining Engineer since 1938 and during the past ten years as a Consulting Engineer.

5. That I have no interest, either direct or indirect, in the property of Gulf Lead Mines Ltd. and do not expect to receive, either directly or indirectly, any interest in the securities of the Company.

6. That the accompanying report is based on published maps and data on the area together with the writer's personal experience in the area.

Dated at Montreal this 21st day of January, 1964.

  
H. J. Bergmann, P. Eng.

10. Brief statement of company's chief development work during past year.	During the past year the Company carried out a program of surface exploration on its claims situated in the Township of Blondeau, Quebec. The results of this work were negative and the Company abandoned this group of claims.																		
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Company has agreed, subject to the acceptance for filing of this filing statement by the Toronto Stock Exchange, to purchase from James M. McNeil, Montreal, Quebec, Prospector, six mining claims located in Dollard Township, County of Abitibi, Quebec, for the consideration of \$6,000.00 and 100,000 shares of the capital stock of the Company, of which shares 90,000 shall be placed in escrow subject to release only upon the consent of the Toronto Stock Exchange.																		
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Mr. James M. McNeil is the only person who will receive a greater than 5% interest in the cash and shares of the Company to be issued as in Item 11 above.																		
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None. 90,000 of the 100,000 shares to be issued as vendor's consideration (see Item 11 above) shall be placed in escrow subject to release only upon the consent of the Toronto Stock Exchange.																		
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Mr. James M. McNeil, Montreal, Quebec, will own more than a 5% interest in the escrowed shares to be issued by the Company (see Item 11 above).																		
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><th>Registered Shareholder</th><th>No. of Shares</th><th>Beneficial Owner</th></tr><tr><td>Draper Dobie &amp; Company Ltd., Toronto</td><td>193,100</td><td>not known</td></tr><tr><td>Duncan J. Kennedy, Dorval, Quebec</td><td>144,500</td><td>registered holder</td></tr><tr><td>Doherty Roadhouse &amp; Co., Toronto</td><td>111,710</td><td>not known</td></tr><tr><td>Thomson &amp; McKinnon, Toronto</td><td>105,600</td><td>" "</td></tr><tr><td>James Richardson &amp; Sons, Winnipeg</td><td>99,500</td><td>" "</td></tr></table>	Registered Shareholder	No. of Shares	Beneficial Owner	Draper Dobie & Company Ltd., Toronto	193,100	not known	Duncan J. Kennedy, Dorval, Quebec	144,500	registered holder	Doherty Roadhouse & Co., Toronto	111,710	not known	Thomson & McKinnon, Toronto	105,600	" "	James Richardson & Sons, Winnipeg	99,500	" "
Registered Shareholder	No. of Shares	Beneficial Owner																	
Draper Dobie & Company Ltd., Toronto	193,100	not known																	
Duncan J. Kennedy, Dorval, Quebec	144,500	registered holder																	
Doherty Roadhouse & Co., Toronto	111,710	not known																	
Thomson & McKinnon, Toronto	105,600	" "																	
James Richardson & Sons, Winnipeg	99,500	" "																	
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	No person or persons have shareholdings large enough to materially affect control of the Company. However, present management may be in a position to affect control if it is able to obtain sufficient proxies from other shareholders.																		
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><th></th><th>Book Value</th><th>Market Value</th></tr><tr><td>33,334 shares Sico Mining Corporation Limited</td><td>\$1.00</td><td>nll</td></tr><tr><td>\$1,000.00 Government of Canada Bond 3% September 1, 1966</td><td>\$1,050.00</td><td>\$963.00</td></tr></table>		Book Value	Market Value	33,334 shares Sico Mining Corporation Limited	\$1.00	nll	\$1,000.00 Government of Canada Bond 3% September 1, 1966	\$1,050.00	\$963.00									
	Book Value	Market Value																	
33,334 shares Sico Mining Corporation Limited	\$1.00	nll																	
\$1,000.00 Government of Canada Bond 3% September 1, 1966	\$1,050.00	\$963.00																	
18. Brief statement of any lawsuits pending or in process against company or its properties.	None																		
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None																		
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. The shares of the Company to be issued under the underwriting and option agreement (see Item 6) and under the vendor's agreement (see Item 11) will be, when issued, in the course of primary distribution to the public.																		

#### CERTIFICATE OF THE COMPANY

DATED January 28, 1964

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"S.A. Perry"

GULF LEAD MINES LIMITED

CORPORATE SEAL

"G.D. Pattison"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

JENKIN EVANS & COMPANY LIMITED

WAITE, REID & CO. LIMITED

"J. Evans"

"K.C. Waite"

"D.G. Jones"

"W. R. Morton"

AMENDING FILING STATEMENT NO. 180.  
FILED. APRIL 23rd. 1964.

Full corporate name of Company

## AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1022 dated January 28, 1984

DATED April 21, 1964

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

GULF LEAD MINES LIMITED

CORPORATE  
SEAL

"K.M. Coad"

Director

"W. Coldoff"

Director

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or officer registered with the Ontario Securities Commission or a corresponding body.)

WATTS, REID AND COMPANY LIMITED	JERKIN SWANS & COMPANY LIMITED
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"K.C. Waite"

"W. R. Morton"

# FINANCIAL STATEMENTS

## GULF LEAD MINES LIMITED

### STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the three month period ended March 31, 1964

#### Source of funds

Capital stock issued 400,000 shares @ 12 1/2¢ per share	50,000.00
Interest earned	<u>318.52</u>
	<u>\$50,318.52</u>

#### Application of funds

Mining properties		6,000.00
Exploration and development	2,709.07	
Head office and administration	<u>4,008.20</u>	<u>6,717.27</u>
		12,717.27
Increase in working capital		<u>37,601.25</u>
		<u>\$50,318.52</u>

APPROVED:

H. M. Good Director

[Signature] Director

# GEOLOGIST'S REPORT

Note - The following are excerpts from a report by J.R. Lill, B.Sc., Geologist, dated April 23rd, 1964, on the mining claims located in Wark Township, Porcupine Mining Division, Province of Ontario. A complete copy of this report is on file at the Toronto Stock Exchange.

## REPORT

## ON

## PROPERTY OF GULF LEAD MINES LTD.

### WARK TOWNSHIP PORCUPINE MINING DIVISION PROVINCE OF ONTARIO

#### Summary

This report describes the property of Gulf Lead Mines Ltd. located in Wark Township. It lies approximately 4 miles east of the recently announced major base metal discovery in Kidd Township by Texas Gulf Sulphur Ltd.

#### Property & Location

The property consists of 4 contiguous unpatented mining claims numbered P59115-8, Con. IV, Wark Township, Ontario, and is located approximately 15 miles north of Timmins, Ontario.

#### Accessibility

A motor road follows the power line of the Hydro-Electric Power Commission north from Timmins to Bigwater Lake in Murphy Township. The Wark Township property could be reached from this power line or by helicopter.

#### Geology of the property

The property is in general covered by overburden, however the underlying rocks are likely typical of the area. No outcroppings were apparent on my visit to the property.

A study of the aeromagnetic sheet number 298G.  
G.S.C. indicates that the property is located on the south-east flank of a north easterly trending magnetic anomaly, two peaks of which are approximately 700 to 1000 gammas above background. This could indicate the presence of intrusive type rock.

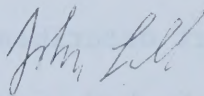
Conclusions & Recommendations

It is recommended that the property be initially investigated by magnetic and electromagnetic methods and the results of this work be checked by gravity methods and diamond drilling if warranted.

The initial work prior to drilling would suggest an expenditure of approximately \$10,000.

Respectfully submitted,

SULMAC EXPLORATION SERVICES LIMITED



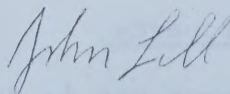
John Lill, B.Sc.

CERTIFICATION

TO WHOM IT MAY CONCERN:

I, John R. Lill, in the City of Scarborough, in the Province of Ontario, do hereby certify as follows:

1. That I am a geologist residing in the City of Scarborough, Province of Ontario.
2. That I am a graduate of McGill University (1954) and that I have been practicing my profession since that time.
3. This report is based upon examination of aeromagnetic and geological reports of the area and a personal examination of the ground on April 22, 1964.
4. I have no interest nor do I expect to receive any interest in the above property.

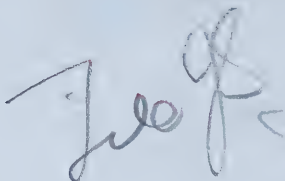


John R. Lill, B.Sc.

Toronto, Ontario

April 23, 1964

# TORONTO STOCK EXCHANGE



GULF LEAD MINES LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT NO. 183.  
FILED, MAY 7th. 1964.

## AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1022 dated January 28, 1964,  
and Amending Filing Statement No. 180 dated April 21, 1964.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	Acquisition of mining claims.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 5,000,000 shares of \$1.00 par value each Issued and outstanding: 4,131,370 shares
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Pursuant to an underwriting and option agreement dated January 28, 1964 made between the Company and Jenkin Evans & Company Limited and Waite, Reid and Company Limited, as underwriter-optionees (see Filing Statement No. 1022 filed January 30, 1964) options are outstanding on shares of the Company's capital stock as follows:  200,000 shares @ 27½¢ exercisable on or before October 30, 1964.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	See Item 11.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	In addition to expenditures previously allocated the Company proposes to expend about \$5,000.00 in initial exploration work on four mining claims located in Murphy Township, Porcupine Mining Division, Ontario (see Item 11), in accordance with the recommendations of its mining consultants.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Subject to the acceptance for filing by the Toronto Stock Exchange of notice hereof, the Company has agreed to purchase from Paul Martin, Noranda, Quebec, four mining claims located in Murphy Township, Porcupine Mining Division, Ontario, being claims numbered P.57807 to P.57810 inclusive. The consideration payable by the Company is 400,000 shares of its capital stock of which shares 360,000 will be held in escrow by Crown Trust Company, subject to release therefrom only on the written consent of the Toronto Stock Exchange.

FINANCIAL STATEMENTS

GULF LEAD MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the four month period ended April 30, 1964

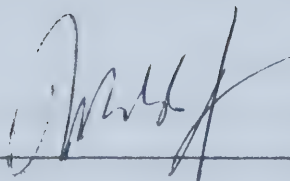
Source of funds

Capital stock issued, 400,000 shares @ 12 1/2¢ per share	50,000.00	
200,000 shares @ 17 1/2¢ per share	35,000.00	
200,000 shares @ 22 1/2¢ per share	<u>45,000.00</u>	130,000.00
Interest earned. . . . .		<u>637.01</u>
		<u>\$130,637.01</u>

Application of funds

Mining properties . . . . .		51,000.00
Exploration and development. . . . .	6,532.20	
Head office administration . . . . .	<u>4,649.93</u>	<u>11,182.13</u>
		62,182.13
Increase in working capital . . . . .		<u>68,454.88</u>
		<u>\$130,637.01</u>

APPROVED:

 Director

 Director

## GEOLOGIST'S REPORT

Note - The following are excerpts from a report by J.R. Lill, B.Sc., Geologist, dated May 1, 1964, on the mining claims located in Murphy Township, Porcupine Mining Division, Province of Ontario. A complete copy of this report is on file at the Toronto Stock Exchange.

### Conclusions & Recommendations

It is recommended that a magnetic and electromagnetic survey and geological mapping of any observed outcrops be carried out as an initial investigation of the property.

Further geophysics in the form of a gravity survey and a subsequent program of diamond drilling should be carried out if warranted on the basis of the initial results.

The initial work prior to diamond drilling would suggest an expenditure of approximately \$5,000.

Respectfully submitted,

SULMAC EXPLORATION SERVICES LIMITED

  
John R. Lill, B.Sc.

May 1, 1964

### CERTIFICATION

#### TO WHOM IT MAY CONCERN:

I, John R. Lill, in the City of Scarborough, in the Province of Ontario, do hereby certify as follows:

1. That I am a geologist residing in the City of Scarborough, Province of Ontario.
2. That I am a graduate of McGill University (1954) and that I have been practicing my profession since that time.
3. This report is based upon examination of aeromagnetic and geological reports of the area.
4. I have no interest nor do I expect to receive any interest in the above property.

  
John R. Lill, B.Sc.

Toronto, Ontario

May 1, 1964

12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Paul Martin, Noranda, Quebec, to the best knowledge of the Company, is the only person who will receive a greater than 5% interest in the shares of the Company to be issued as in Item 11 above.																		
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	James M. McNeil, Montreal, Quebec, 90,000 shares.  Paul Martin, Noranda, Quebec, will hold 360,000 escrowed shares on the completion of the transaction referred to in Item 11 above.																		
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td><u>Registered Shareholder</u></td><td><u>No. of Shares</u></td><td><u>Beneficial Owner</u></td></tr><tr><td>Jenkin Evans &amp; Co. Limited, Toronto</td><td>682,500</td><td>not known</td></tr><tr><td>Waite, Reid &amp; Co. Limited, Toronto</td><td>182,000</td><td>" "</td></tr><tr><td>Draper Dobie &amp; Company Ltd., Toronto</td><td>177,100</td><td>" "</td></tr><tr><td>Doherty Roadhouse &amp; McCuaig Bros., Toronto</td><td>101,210</td><td>" "</td></tr><tr><td>Thomson &amp; McKinnon, Toronto</td><td>97,000</td><td>" "</td></tr></table>	<u>Registered Shareholder</u>	<u>No. of Shares</u>	<u>Beneficial Owner</u>	Jenkin Evans & Co. Limited, Toronto	682,500	not known	Waite, Reid & Co. Limited, Toronto	182,000	" "	Draper Dobie & Company Ltd., Toronto	177,100	" "	Doherty Roadhouse & McCuaig Bros., Toronto	101,210	" "	Thomson & McKinnon, Toronto	97,000	" "
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Doherty Roadhouse & McCuaig Bros., Toronto	101,210	" "																	
Thomson & McKinnon, Toronto	97,000	" "																	
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. The shares of the Company to be issued under the underwriting and option agreement (See Item 6) and the vendor's agreement (See Item 11) will be, when issued, in the course of primary distribution to the public.																		

DATED May 5, 1964

#### CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"W. Coldoff"

"K. Coad"

GULF LEAD MINES LIMITED

CORPORATE

Director SEAL

Director

#### CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 205.  
FILED, JUNE 11th. 1964.

GULF LEAD MINES LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1022 dated January 28, 1964,  
Amending Filing Statement No. 180 dated April 21, 1964 and Amending Filing Statement  
No. 183 dated May 5, 1964.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	a) Underwriting and option agreement (See Item 6). b) Proposed increase in capitalization (See Item 6). c) Agreement with Shattuck Denn Mining Corporation (See Item 20). d) Changes in Board of Directors.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Messrs. Murray Pezim and Dr. Nathan Hurwitz have replaced Messrs. K. M. Coad and H. D'Arcy Baker as Directors of the Company. The officers and directors of the Company are now as follows: President and Director: EARL A. GLICK, 60 The Bridle Path, Don Mills, Ontario. Financier. Vice-President and Director: WILLIAM COLDOFF, 777 Eglinton Avenue West, Toronto 10, Ontario. Business Executive. Secretary-Treasurer: G. D. PATPISON, 235 Dawlish Avenue, Toronto 12, Ontario. Corporate Secretary and Mining Executive. Asst. Secretary-Treasurer: R. D. BELL, 7 Hi Mount Drive, Willowdale, Ontario. Corporate Secretary and Mining Executive. Director: THOMAS J. McKENNA, 805 Provident Building, 507 Place d'Armes, Montreal, Quebec. Barrister. Director: MURRAY PEZIM, 37 Stormont Avenue, Toronto 12, Ontario. Stock Broker. Director: Dr. NATHAN HURWITZ, 119 Ava Road, Toronto 10, Ontario. Stock Broker.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 5,000,000 shares of \$1.00 par value each Issued and outstanding: 4,531,370 shares.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Jenkin Evans & Company Limited, and Waite, Reid & Co. Limited, members of the Toronto Stock Exchange, acting for and on behalf of Joanne Holdings Limited, have by agreement dated June 2, 1964 with the Company agreed, subject to the acceptance for filing of this amending filing statement by the Toronto Stock Exchange (the effective date) to subscribe for and purchase 200,000 shares of the Company's capital stock at the price of 27½¢ per share payable forthwith after the effective date, and the Company has agreed to grant options to Jenkin Evans & Company Limited and Waite, Reid & Co. Limited acting for and on behalf of Joanne Holdings Limited, to purchase a further 800,000 shares as follows:  200,000 shares @ 32½¢ exercisable within 3 months of the effective date, and subject to the Company obtaining Supplementary Letters Patent increasing its authorized capital from 5,000,000 shares to 7,500,000 shares of \$1.00 par value each;  200,000 shares @ 37½¢ exercisable within 6 months of the effective date, 200,000 " @ 42½¢ " " 9 " " " " 200,000 " @ 47½¢ " " 12 " " " "  The foregoing agreement, when effective, will automatically cancel the option outstanding under the underwriting and option agreement dated January 28, 1964 made between the Company, Jenkin Evans & Company Limited and Waite, Reid and Co. Limited being 200,000 shares @ 27½¢ exercisable on or before October 30, 1964.

Subject to an amending filing statement of the Company disclosing the terms of the said agreement being accepted for filing (which date is referred to as the "effective date") Joanne agrees to sell to the Broker, acting for and on behalf of Shattuck Denn, 100,000 shares of the Company at 27½ cents per share, payable on the effective date; Shattuck Denn acknowledges that the Broker is acting as its agent in purchasing the said 100,000 shares and agrees to indemnify and save harmless the broker while so acting; Shattuck Denn represents to the Company and to Joanne that the said shares are purchased for investment purposes and that if any are sold, same shall be sold only through the facilities of the Toronto Stock Exchange and through the Broker and that not more than 10,000 shares will be sold in any one week without the Broker's consent; Shattuck Denn agrees to provide the Company with funds for preliminary engineering and geological work on each of the two groups of mining properties owned by the Company in the Porcupine Mining Division, Ontario, at an estimated total cost of \$15,000.00; when the preliminary work has been done and a report made under the joint supervision of the Company and Shattuck Denn, based upon the recommendations in the said report, Shattuck Denn agrees to provide funds to carry out the said recommendations; in consideration of Shattuck Denn providing the above mentioned funds, the Company agrees that Shattuck Denn shall have earned an undivided interest in each of the said properties dependent upon the amount of money provided, that is, if the total amount provided is \$40,000 or more in the case of the group in Murphy Township, the said interest earned will be a 50% interest in the property, but, if the amount is less than \$40,000, the said interest will be reduced accordingly; in the event the said amount is in excess of \$40,000, the interest will not exceed a 50% interest but Shattuck Denn shall be entitled to be repaid such excess only out of profits from commercial production from the said property upon which the work was done after all payments provided for in the agreement have been made; in like manner, if \$45,000 or more is spent on the property in Wark Township the interest earned will be a 50% interest in the property but, if the amount is less than \$45,000, the said interest will be reduced accordingly; as long as there is no default on the part of Shattuck Denn, the Company shall give Shattuck Denn the right of first refusal to participate up to a 50% interest in the acquisition and exploration and development of such other mining property or properties the Company might hereafter acquire in the Porcupine Mining Area for a period of one year from the date of the agreement; if commercial production is indicated on either or both properties after the drilling and development program is completed, Shattuck Denn shall have the right of first refusal to provide the funds required to put the property or properties as the case may be into commercial production and, if Shattuck Denn does so, Shattuck Denn shall have control of all mining operations carried on thereafter on such property or properties as the case may be, unless Shattuck Denn defaults in providing the said funds or fails to carry out mining operations thereafter continuously and in accordance with good mining practice; all monies spent to bring the properties into commercial production shall be repayable to Shattuck Denn out of profits from production on the said property upon which the monies were spent; in the event funds are not provided by Shattuck Denn, Shattuck Denn agrees to co-operate with the Company and to execute such documents as are necessary in order to produce funds to put the said property or properties as the case may be into commercial production if same is indicated; Shattuck Denn shall be entitled to one representative on the board of directors of the Company while funds are being provided as aforesaid and while production is obtained from either or both properties; Shattuck Denn agrees to vote the shares of the Company which it owns or controls as directed by Joanne; the Broker agrees that it will not hereafter enter into any agreement in the nature of a sub-option agreement, sub-underwriting agreement or assignment with respect to any of the said 100,000 shares without prior notice being given and accepted for filing by the Toronto Stock Exchange; the agreement is to be construed as an Ontario contract; the agreement to have no force and effect unless and until an amending filing statement in respect to this agreement is accepted for filing by the Toronto Stock Exchange.

# FINANCIAL STATEMENT

## GULF LEAD MINES LIMITED

### STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the one month period ended May 31, 1964

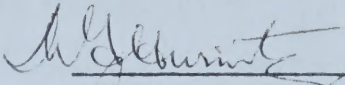
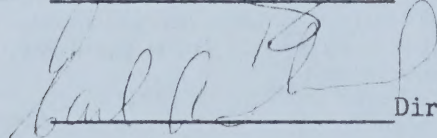
#### Source of funds

Interest earned. . . . .	95.34
Decrease in working capital . . . . .	<u>1,193.66</u>
	<u>\$1,289.00</u>

#### Application of funds

Exploration and development. . . . .	502.00
Head office administration . . . . .	<u>787.00</u>
	<u>\$1,289.00</u>

APPROVED:

	Director
	Director

<p>7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.</p>	<p>Mr. Earl A. Glick, 60 The Bridle Path, Don Mills, Ontario, is the only person having a greater than 5% interest in Joanne Holdings Limited. Mr. Earl A. Glick is also the President of Gulf Lead Mines Limited.</p>
<p>9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.</p>	<p>The Company intends to continue exploration work on its mining claims located in Murphy Township and Wark Township, Porcupine Mining Division, Ontario, in accordance with the recommendations of its mining consultants.</p> <p>The funds received by the Company from the sale of its shares under the current underwriting and option agreement (see Item 6) will be used for administrative expenses incurred in the ordinary course of business and for no other purpose without the prior consent of the Toronto Stock Exchange.</p>
<p>13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.</p>	<p>James M. McNeil, Montreal, Quebec - 90,000 shares Paul Martin, Noranda, Quebec - 360,000 "</p> <p>The above shares are subject to release from escrow only on the written consent of the Toronto Stock Exchange</p>
<p>20. Statement of any other material facts and if none, so state. Also state, whether any shares of the company are in the course of primary distribution to the public.</p>	<p>The Company has entered into an agreement dated June 2, 1964 with Shattuck Denn Mining Corporation, Joanne Holdings Limited and Waite, Reid &amp; Company Limited, the details of which are described in Schedule "A" annexed hereto.</p> <p>There are no other material facts.</p> <p>To the knowledge of the Company none of its shares are now in the course of primary distribution to the public. The shares of the Company issued pursuant to the current underwriting and option agreement will, when issued, be in the course of primary distribution to the public. See Schedule "A" on page 2.</p>

DATED June 9, 1964

#### CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"Dr. N. Hurwitz"

"E.A. Glick"

GULF LEAD MINES LIMITED

CORPORATE  
SEAL

Director

Director

#### CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

WAITE, REID & CO. LIMITED

JENKIN EVANS & COMPANY LIMITED

"Dr. N. Hurwitz"

"W.R. Morton"

"J. Evans"

"D.G. Jones"